

BRAZILIAN DISTRIBUTION CO COMPANHIA BRASILEIRA DE DISTR CBD

Form 6-K

June 28, 2012

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## FORM 6-K

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

### Report of Foreign Private Issuer

Pursuant to Rule 13a-16 or 15d-16 of  
the Securities Exchange Act of 1934

For the month of June, 2012

Brazilian Distribution Company

(Translation of Registrant's Name Into English)

Av. Brigadeiro Luiz Antonio,  
3142 São Paulo, SP 01402-901

Brazil

(Address of Principal Executive Offices)

(Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F)

Form 20-F  Form 40-F

(Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101 (b) (1)):

Yes  No

(Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101 (b) (7)):

Yes  No

(Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.)

Yes  No

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**COMPANHIA BRASILEIRA DE DISTRIBUIÇÃO**

AUTHORIZED-CAPITAL PUBLICLY-HELD CORPORATION

Corporate Taxpayer's Registry (CNPJ/MF) number 47.508.411/0001-56

**MINUTES OF THE MEETING HELD BY THE BOARD OF DIRECTORS**

**ON JUNE 18 2012**

- 1. DATE, TIME AND PLACE:** On the eighteenth day of June, 2012, at 10 a.m. at the headquarters of Companhia Brasileira de Distribuição ("**Company**"), at Avenida Brigadeiro Luís Antônio, no. 3142, in the Capital of the State of São Paulo.
  
- 2. MEETING BOARD:** Chairman: Abilio dos Santos Diniz; Secretary: Renata Catelan P. Rodrigues.
  
- 3. CALL NOTICE AND ATTENDANCE:** Call notice duly served under Section 15 of the Company's By-laws. The majority of the acting board members were present at the meeting.
  
- 4. AGENDA:** Examination, discussion and voting of a proposal involving the granting of a guaranty by the Company in order to secure the due performance of the obligations to be undertaken by Nova Casa Bahia S.A., a corporation with registered office in the city of São Caetano do Sul, State of São Paulo, at Avenida Conde Francisco Matarazzo, 100, Centro [District], enrolled with the Corporate Taxpayers' Registry (CNPJ/MF) under no. 10.757.237/0001-75 ("Issuer"), within the ambit of its first (1st) issue of simple debentures, not convertible into shares, of the unsecured type, in the total amount of four million Brazilian reals (R\$400,000,000.00) ("Issue" and "Debentures", respectively).
  
- 5. RESOLUTIONS:** Following examination, analysis and discussion of the matter in the agenda, the directors present at the meeting have resolved, by unanimous vote:

**(i)** To approve the granting of a guaranty by the Company in order to secure the due, faithful and punctual performance of the obligations to be undertaken by the Issuer within the ambit of the Issue, as stated in the Indenture ("Indenture"), whereby it commits to be liable in the capacity of guarantor and principal debtor, jointly and severally liable for the full payment of any and all amounts, either principal or ancillary, undertaken and owed by the Issuer under the Indenture, including but not limited to the amount of the amortization of the principal, the earnings on the Debentures and the applicable delay charges, resulting from the Indenture, as well as any and all costs or expenses proven incurred or to be incurred by the fiduciary agent of the Issue or by the owners of Debentures as a result of processes, proceedings and/or other judicial or extrajudicial remedies necessary to protect its rights and powers arising from the Indenture and further amendments thereto. The guaranty shall be granted by the Company, without prejudice to other guaranties or securities that might be placed, expressly waiving the rights to secondary liability, rights and options to exemptions of any nature set out in Sections 333, Sole Paragraph, 366, 824, 827, 830, 834, 835, 836, 837, 838 and 839 of Law no. 10,406, dated January 10<sup>th</sup> 2002, as amended, and in Sections 77 and 595 of Law no. 5,869, dated January 11<sup>th</sup> 1973, as amended; and

**(ii)** To authorize the Company management to execute all the instruments necessary to formalize the guaranty herein approved, as well as to take all the steps needed to cause said guaranty to be effective, including the definition and approval of the content of the documents connected with the granting of the guaranty, as well as publication and registration of the aforementioned documents with the competent authorities.

**6. APPROVAL AND EXECUTION OF THE MINUTES:** With nothing further to come before the board, the works were adjourned for these minutes to be drafted. The works being duly reopened, these were read, approved and signed by all present. São Paulo, June 18<sup>th</sup> 2012. Chairman of the Meeting Board – Abilio dos Santos Diniz; Secretary of the Meeting Board – Renata Catelan P. Rodrigues. Directors present: Abilio dos Santos Diniz, Ana Maria Falleiros dos Santos Diniz D'Ávila, João Paulo Falleiros dos Santos Diniz, Pedro Paulo Falleiros dos Santos Diniz, Geyze Marchesi Diniz, Antoine Marie Remi Lazars Giscard d'Estaing, Arnaud Strasser, Jean Louis Bourgier, Candido Botelho Bracher, Fabio Schvartsman, Pedro Henrique Chermont de Miranda, Guilherme Affonso Ferreira and Ulisses Kameyama. A summary of the minutes has been drafted on the relevant book, under Paragraph 3 of Section 130 of the Brazilian Corporations Law.

**Renata Catelan P. Rodrigues**

Secretary of the Board Meeting

**SIGNATURES**

Pursuant to the requirement of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

COMPANHIA BRASILEIRA DE DISTRIBUIÇÃO

Date: June 27, 2012

By: /s/ Enéas César Pestana Neto  
Name: Enéas César Pestana Neto  
Title: Chief Executive Officer

By: /s/ Vitor Fagá de Almeida  
Name: Vitor Fagá de Almeida  
Title: Investor Relations Officer

**FORWARD-LOOKING STATEMENTS**

This press release may contain forward-looking statements. These statements are statements that are not historical facts, and are based on management's current view and estimates of future economic circumstances, industry conditions, company performance and financial results. The words "anticipates", "believes", "estimates", "expects", "plans" and similar expressions, as they relate to the company, are intended to identify forward-looking statements. Statements regarding the declaration or payment of dividends, the implementation of principal operating and financing strategies and capital expenditure plans, the direction of future operations and the factors or trends affecting financial condition, liquidity or results of operations are examples of forward-looking statements. Such statements reflect the current views of management and are subject to a number of risks and uncertainties. There is no guarantee that the expected events, trends or results will actually occur. The statements are based on many assumptions and factors, including general economic and market conditions, industry conditions, and operating factors. Any changes in such assumptions or factors could cause actual results to differ materially from current expectations.

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